

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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NAVIGATOR CAPITAL PARTNERS, L.P., on
behalf of itself and all others similarly situated,

Plaintiff,

- against -

BEAR STEARNS ASSET MANAGEMENT,
BEAR, STEARNS SECURITIES CORP.,
THE BEAR STEARNS COMPANIES INC.,
BEAR, STEARNS & CO. INC., RALPH
CIOFFI, RAYMOND MCGARRIGAL AND
MATTHEW TANNIN,

Defendants,

- and -

BEAR STEARNS HIGH-GRADE STRUCTURED
CREDIT STRATEGIES, L.P.,

Nominal Defendant.
-----X

No. 07 Civ. 07783 (AKH) (DFE)

**DECLARATION OF DANIEL C. RICHENTHAL IN SUPPORT OF
DEFENDANTS' MEMORANDUM OF LAW IN OPPOSITION TO
PLAINTIFF'S MOTION TO REMAND**

I, Daniel C. Richenthal, hereby declare, pursuant to 28 U.S.C. § 1746:

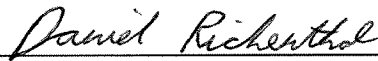
1. I am an attorney duly admitted to practice law in Southern District of New York, and am an Associate at Wilmer Cutler Pickering Hale and Dorr LLP ("WilmerHale"), attorneys for Defendants Bear Stearns Asset Management, Bear, Stearns Securities Corp., The Bear Stearns Companies Inc., and Bear, Stearns & Co., Inc. I am submitting this declaration in support of Defendants' Memorandum of Law in Opposition to Plaintiff's Motion to Remand.

2. Attached hereto as Exhibit F is a true and correct copy of pages 1, 11, and 18 of the August 2004 Bear Stearns High-Grade Structured Credit Strategies, L.P. Private Placement Memorandum.

3. Attached hereto as Exhibit J are true and correct copies of page 1 of the Final Term Sheet of Prudential Financial, Inc., the cover page and page S-10 of the Prospectus Supplement of Prudential Financial, Inc., and pages 2 and 20 of the Prospectus Supplement of Lincoln National Corporation.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on October 26, 2007.

A handwritten signature in cursive script, reading "Daniel Richenthal", is written over a horizontal line.

Daniel C. Richenthal